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Transform SR Brands LLC*

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 18-23538-SHL

Jointly Administered

**DECLARATION OF JESSICA METZGER
IN CONNECTION WITH TRANSFORM’S MOTION
TO ENFORCE ORDER (I) APPROVING THE ASSET PURCHASE
AGREEMENT AMONG SELLERS AND BUYER, (II) AUTHORIZING**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHCLicensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHCPromotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

THE SALE OF CERTAIN OF THE DEBTORS' ASSETS FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES, (III) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS, AND LEASES IN CONNECTION THEREWITH AND (IV) GRANTING RELATED RELIEF

I, Jessica Metzger, Esq. make this declaration pursuant to 28 U.S.C. § 1746 and declare as follows:

1. I am an associate at the firm of Cleary Gottlieb Steen & Hamilton, LLP, which maintains an office for the practice of law at, among other places, One Liberty Plaza, New York, New York 10006. I am an attorney at law admitted to practice before the courts of the State of New York and the United States District Court for the Southern District of New York.

2. This declaration is submitted in connection with the *Motion to Enforce Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief* (the "Motion"),² filed by Transform Holdco LLC and Transform SR Brands LLC simultaneously herewith.

3. Attached hereto as Exhibit 1 is a true and correct copy of the complaint filed on June 16, 2021 in *Robert Janega, Pamela Janega v. Electrolux Home Products, Inc. et al.*, Case No. 2021 L 006219 (Ill. Cir. Ct. Cook County 2021).

4. Attached hereto as Exhibit 2 is a true and correct copy of the case management order filed on October 12, 2022 in *Robert Janega, Pamela Janega v. Electrolux Home Products, Inc. et al.*, Case No. 2021 L 006219 (Ill. Cir. Ct. Cook County 2021).

² All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

5. Attached hereto as Exhibit 3 is a true and correct copy of Transform's memorandum of law in support of its motion to dismiss filed on November 4, 2022 in *Robert Janega, Pamela Janega v. Electrolux Home Products, Inc. et al.*, Case No. 2021 L 006219 (Ill. Cir. Ct. Cook County 2021).

6. Attached hereto as Exhibit 4 is a true and correct copy of the order filed on November 14, 2022 in *Robert Janega, Pamela Janega v. Electrolux Home Products, Inc. et al.*, Case No. 2021 L 006219 (Ill. Cir. Ct. Cook County 2021).

7. Attached hereto as Exhibit 5 is a true and correct copy of Plaintiffs' First Set of Request for Production of Documents Addressed to Transform Holdco LLC served on November 3, 2022 in *Robert Janega, Pamela Janega v. Electrolux Home Products, Inc. et al.*, Case No. 2021 L 006219 (Ill. Cir. Ct. Cook County 2021).

8. Attached hereto as Exhibit 6 is a true and correct copy of Plaintiffs' First Set of Interrogatories Addressed to Transform Holdco LLC served on November 3, 2022 in *Robert Janega, Pamela Janega v. Electrolux Home Products, Inc. et al.*, Case No. 2021 L 006219 (Ill. Cir. Ct. Cook County 2021).

9. Attached hereto as Exhibit 7 is a true and correct copy of Plaintiffs' Second Set of Request for Production of Documents Addressed to Transform Holdco LLC served on December 27, 2022 in *Robert Janega, Pamela Janega v. Electrolux Home Products, Inc. et al.*, Case No. 2021 L 006219 (Ill. Cir. Ct. Cook County 2021).

10. Attached hereto as Exhibit 8 is a true and correct copy of Plaintiffs' Second Set of Interrogatories Addressed to Transform Holdco LLC served on December 27, 2022 in *Robert Janega, Pamela Janega v. Electrolux Home Products, Inc. et al.*, Case No. 2021 L 006219 (Ill. Cir. Ct. Cook County 2021).

I declare under penalty of perjury that the foregoing information is true and correct to the best of my knowledge, information, and belief.

Date: March 3, 2023
New York, New York

/s/ Jessica Metzger
Jessica Metzger